

P99000106839

EFFECTIVE DATE
1-1-2000

TRANSMITTAL LETTER

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-12/08/99--01037--003

*****70.00 *****70.00

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

SUBJECT: AMERICAN CONSOLIDATED EXCHANGE, INC.

I enclose an original and 2 copy(ies) of the Articles of
Incorporation for the above corporation and a check in the amount
of \$70.00.

SIGNED: _____

From:

D. M. ADAMS
Name

646 FORT SMITH BLVD
Address

City DELTONA

State FL

Zip 32738

Telephone Number 407-574-3312

FILED
99 DEC -8 AM 9:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CB
12-10-99

ARTICLES OF INCORPORATION OF
American Consolidated Exchange, Inc.

EFFECTIVE DATE
1-1-2000

ARTICLE I = NAME
TheName of this Corporation American Consolidated Exchange, Inc.

ARTICLE II = DURATION

This corporation shall have perpetual existence commencing on the date of filing with the Secretary of State of Florida.

ARTICLE III = PURPOSE

This corporation is organized for transacting all lawful business.

ARTICLE IV = CAPITAL STOCK

This Corporation is authorized to issue one hundred (100) shares of one dollar par value common stock.

ARTICLE V = INITIAL REGISTERED OFFICE AND AGENT

The mailing address of the principal office of this corporation is 646 Fort Smith Blvd , Deltona FL 32738-8715

The initial registered agent is D M Adams whose physical address is 646 Fort Smith Blvd, Deltona FL 32738-8715

The Corporation registered address is 646 Fort Smith Blvd, Deltona FL 32738-8715.

ARTICLE VI = INITIAL BOARD OF DIRECTORS

This Corporation shall have no Directors.

ARTICLE VII = INCORPORATORS

The name and address of the person signing these articles of Incorporation is D M Adams , 646 Fort Smith Blvd Deltona FL 32738

ARTICLE VIII = MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the majority of shareholders of this corporation. Each shareholder shall be entitled to one vote in person, or by proxy, for each share of voting stock held. A majority of the outstanding shares of the corporation entitled to vote, represented in person, or by proxy, shall constitute a quorum at any meeting of the shareholders for the management of the business of the corporation.

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TALLAHASSEE FLORIDA

ARTICLE IX = POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X = INDEMNIFICATION

The corporation shall indemnify any officer or any former officer to the full extent permitted by law.

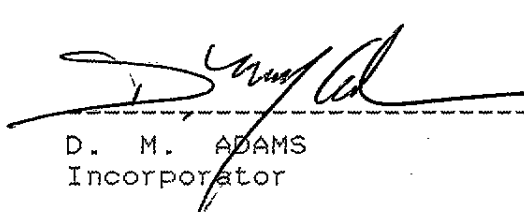
ARTICLE XI = AMENDMENT

The corporation reserves the right to repeal any provisions contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII = EFFECTIVE DATE

Pursuant to Section 607.0123 of the Florida Statutes, the effective date of this document shall be January 1, 2000.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this date: December 3, 1999.


D. M. ADAMS
Incorporator

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

AMERICAN CONSOLIDATED EXCHANGE, INC.

2. The name and address of the registered agent and office is:

D. M. ADAMS
646 FORT SMITH BLVD
DELTONA FL 32738

Signature: _____

Title: REG AGENT/INCORPORATION

Date: 12-3-99

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: _____

Date: 12-3-99

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TALLAHASSEE FLORIDA